



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 15238

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

MANILA BANKERS LIFE INSURANCE CORPORATION

Doing business under the name and style of

MB LIFE

[Amending Articles III & VII by reclassification of Preferred shares to Preferred A & B shares.]

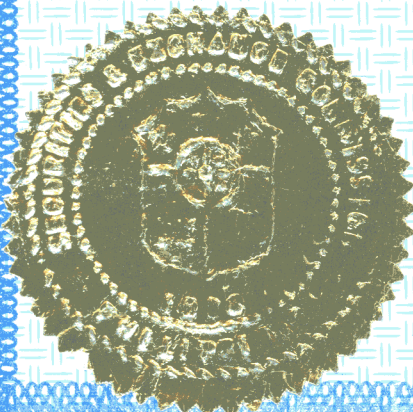
copy annexed, adopted on November 28, 2014 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 20th day of July, Twenty Fifteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



**COVER SHEET
COMPANY REGISTRATION AND MONITORING DEPARTMENT**

Nature of Application

AMENDMENT

SEC Registration Number

								1	5	2	3	8
--	--	--	--	--	--	--	--	---	---	---	---	---

Company Name

M	A	N	I	L	A		B	A	N	K	E	R	S		L	I	F	E		I	N	S	U	R	A	N	C	E	
C	O	R	P	O	R	A	T	I	O	N		D	O	I	N	G		B	U	S	I	N	E	S	S				
U	N	D	E	R		T	H	E		N	A	M	E		O	F		M	B	L	I	F	E						

**AMENDED TO:
New Company Name**

Principal Office (No./Street/Barangay/City/Town) Province

1	1	F	L	O	O	R		V	G	P		C	E	N	T	E	R												
6	7	7	2		A	Y	A	L	A		A	V	E	N	U	E		M	A	K	A	T	I		C	I	T	Y	

COMPANY INFORMATION

Company's Email Address customercare@mblife.com.ph	Company's Telephone Number/s 810-1014	Mobile Number
---	--	---------------

CONTACT PERSON INFORMATION

The designated contact person MUST be a Director/Trustees/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person MABINI L. JUAN	Email Address mabini.juan@mblife.com.ph	Telephone Number/s 810-1014	Mobile Numbers
--	--	--------------------------------	----------------

CONTACT PERSON'S ADDRESS

To be accomplished by CRMD Personnel
Date

Signature

Assigned Proc	_____	_____	_____
	_____	_____	_____

Document I.D.

Received by Corporate Filing and Records Division (CFRD) _____

Forwarded to:

<input type="checkbox"/>	Corporate and Partnership Registration Division	_____	_____
<input type="checkbox"/>	Green Lane Unit	_____	_____
<input type="checkbox"/>	Financial Analysis and Audit Division	_____	_____
<input type="checkbox"/>	Licensing Unit	_____	_____
<input type="checkbox"/>	Compliance Monitoring Division	_____	_____

AMENDED
ARTICLES OF INCORPORATION

OF

MANILA BANKERS LIFE INSURANCE CORPORATION
doing business under the name and style of MB LIFE
(formerly Manila Bankers Life Insurance Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we, all residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY THAT:

FIRST: That the NAME of the corporation MANILA BANKERS LIFE INSURANCE CORPORATION doing business under the name and style of MB LIFE, (As further amended on November 24, 2009 by the Board of Directors and on May 19, 2010 by the vote of the stockholders).

SECOND: That such corporation is being formed for the following PURPOSES:

PRIMARY PURPOSE

To conduct and transact life, accident and health insurance business.

SECONDARY PURPOSE

To effect reinsurance on any risk of the corporation, and to undertake all kinds of reinsurance, to the extent allowed by law;

To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company carrying on the business which this corporation is authorized to do, or to possess or own assets and property suitable for the purposes of this corporation;

Subject to legal restrictions and to the rules and regulations duly issued by the Insurance Commissioner, to acquire by purchase, subscription or otherwise, or to invest, hold, sell or otherwise dispose of the stocks or bonds or any interest in either, or any obligations or evidence of indebtedness or any company or companies, domestic or foreign, and to exercise all the powers, rights and privileges arising there from or incidental thereto.

To purchase or otherwise acquire, sell, lease, convey, mortgage, encumber or otherwise deal with any property or interest therein, as may be reasonably necessary to enable the corporation to carry out the purpose for which it has been created;

To cause the corporation to be registered, recognized, permitted and/or allowed to carry on its business or any branch thereof in any foreign state or country;

To do any or all of the foregoing in any place as the corporation may determine, as principals, agents, trustees or otherwise either alone or in conjunction with others;

To authorize the corporation to grant loans to its policyholders, company employees and to other private and government employees and to do every other act which may be necessary, incidental and/or conducive to the attainment of any of the purposes herein stated. (As amended by the board of directors & stockholders on February 27, 2013.)

IN GENERAL, to do and perform any and all acts and to exercise all the powers conferred by laws upon companies similarly organized and usually or ordinarily incidental and pertaining by law and pursuant to insurance practice, to companies of like nature and kind.

THIRD: That the place where the PRINCIPAL OFFICE of the corporation is to be established or located is at 11/F VGP Center, 6772 Ayala Avenue, Makati City. (As amended on November 28, 2014).

FOURTH: That the TERM for which the corporation is to exist is another FIFTY (50) YEARS from and after the date of its expiration which is on April 13, 2009. (As amended on 25 March, 2008).

FIFTH: The names, nationalities and residences of the INCORPORATORS of the corporation are as follows:

Name	Nationality	Residence
1. Chester Babst	Filipino	1 Albany, San Francisco del Monte, Q. C.
2. Emeterio Cui	Filipino	431 Gen. Luna, Malabon, Rizal
3. Vicente Hermoso	Filipino	Meycauyan, Bulacan
4. Angel Leviste	Filipino	24 Buendia St., Makati, Rizal
5. Pedro Poblete	Filipino	1628 Washington, Sampaloc, Manila
6. Simeon Reyes	Filipino	244 Gen. Gutierrez, San Juan, Rizal
7. Emeterio Roa	Filipino	431 Gen. Luna, Malabon, Rizal
8. Conrado Roa	Filipino	48 East Maya, Quezon City
9. Domingo Sioson	Filipino	15 M. Pagsilang, North Bay, Manila
10. Anselmo Trinidad	Filipino	1156 Don Pedro, Singalong, Manila
11. Alfredo Uy	Filipino	538 Paz St., Paco, Manila
12. Manuel Uy	Filipino	538 Paz St., Paco, Manila

SIXTH: That the number of the DIRECTORS shall be eleven (11) and the names, nationalities and residences of the DIRECTORS of the corporation who are to serve until their successors shall have been duly elected and qualified as provided for in the by-laws, are as follows: (As amended on 17 April, 1968).

Name	Nationality	Residence
1. Rodolfo Andal	Filipino	16-E4th St., Balete Drive, Quezon City
2. Chester Babst	Filipino	1 Albany St., San Francisco del Monte, QC
3. Angel Leviste	Filipino	24 Buendia St., Makati City
4. Simeon Reyes	Filipino	244 Gen. Gutierrez, San Juan, Rizal
5. Emeterio Roa	Filipino	431 Gen. Luna, Malabon, Rizal
6. Anselmo Trinidad	Filipino	1156 Don Pedro, Singalong, Manila
7. Manuel Uy	Filipino	538 Paz St., Paco, Manila

SEVENTH: The capital stock of the corporation is TWO HUNDRED FIFTY MILLION (P250,000,000.00) PESOS, Philippine Currency, divided into TWO HUNDRED FIFTY MILLION (250,000,000) shares with a par value of One (P1.00) Peso per share & divided into ONE HUNDRED TWENTY FIVE MILLION (125,000,000) Common Shares and ONE HUNDRED TWENTY FIVE MILLION (125,000,000) Preferred Shares both with a par value of One (P1.00) Peso per share. (As amended by the board of directors and by the stockholders on August 27, 2014). The ONE HUNDRED TWENTY FIVE MILLION (125,000,000) Preferred Shares shall be further divided and classified into FIFTY MILLION (50,000,000) Preferred "A" Shares and SEVENTY FIVE MILLION (75,000,000) Preferred "B" Shares with the following features:

1. Preferred "A" Shares are cumulative, non-participating, non-voting and not convertible to common stock with dividends payable to subscriber quarterly at a fixed rate of eight percent (8%) per annum.
2. Preferred "B" Shares are:
 - a. Cumulative, non-participating, voting;
 - b. With a dividend rate of eight percent (8%) per annum and a step-up dividend rate of ten (10%) per annum on the fifth year anniversary from issue date, unless the Preferred "B" shares have already been either converted to common shares or redeemed;
 - c. Convertible to common shares on or before 30 June 2015, which shall be issued at Makati City; and
 - d. Redeemable on the fifth year anniversary from issue date at the rate of P1.00 per share, unless the Preferred "B" Shares have already been converted to common shares. (As amended on 28 November 2014).

EIGHT: The amount of said capital stock which has been actually subscribed is ONE MILLION (P1,000,000.00) PESOS and the following have subscribed and paid the number of shares and the amount of capital stock set after their respective names by virtue of their original payments in cash and property as 'CONTRIBUTED SURPLUS" pursuant to

the conversion ratio of "CONTRIBUTED SURPLUS" to paid-up capital set out after their respective names;

Name	Amount Actually Paid-in at Incorporation	Amount Paid in 12 Months After Incorporation	Amount Credited as Paid-in	Number of Share Credited as Paid-up
Chester Babst	P 10,000.00		P3,132.35	3,132.35
Vicente Hermoso	50,000.00		15,661.73	15,661.73
Angel Leviste	20,000.00		6,264.69	6,264.69
Pedro Poblete	20,000.00		6,264.69	6,264.69
Simeon Reyes	10,000.00		3,132.35	3,132.35
Anselmo Trinidad	115,000.00	P 57,500.00	54,032.97	54,032.97
Manuel Uy	275,000.00	192,500.00	146,437.20	146,437.20
Total	P 500,000.00	P 250,000.00		

Amounts Subsequently Paid-In as Surplus

Manuel Uy	P 271,335.03	P 85,304.76	P 85,304.76
Gil Puyat, Jr.	2,170,160.00	679,769.26	679,769.26
Total Amount Paid In As Contributed Surplus	P 3,192,495.03	P 1,000,000.00	P 1,000,000.00

NINTH: That Alfredo Uy has been elected by the stockholders as TREASURER of the corporation and to act as such until his successor is duly elected and qualified in accordance with the BY-LAWS, and that as such TREASURER, he has been authorized to receive for the corporation and receipt in its name for any amount paid in as contributed surplus or otherwise by the stockholders of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands, this 13th day of March, in the year 1959.

(Sgd) CHESTER BABST

(Sgd) EMETERIO CUI

(Sgd) VICENTE HERMOSO

(Sgd) ANGEL LEVISTE

(Sgd) PEDRO POBLETE (Sgd) SIMEON REYES
(Sgd) EMETERIO ROA (Sgd) CONRADO ROA
(Sgd) DOMINGO SIOSON (Sgd) ANSELMO TRINIDAD
(Sgd) ALFREDO UY (Sgd) MANUEL UY

Signed in the Presence of:

(Sgd) DELFIN C. SIBAL (Sgd) P. H. TANINGCO

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY)s.s.

NOTARIAL ACKNOWLEDGMENT

BEFORE ME, a Notary Public for and in the City of Manila, personally appeared on this 13th day of March 1959, the following persons, with their Residence Certificates respectively indicated:

Name	Res. Cert. No.	Issued at /on
Chestter Babst	A-0011800	Manila Jan. 03, 1959
Emeterio Cui	A-4589571	Malabon, Rizal Feb. 27, 1959
Vicente Hermoso	A-4192751	Meycauyan, Bul. Jan. 02, 1959
Angel Leviste	A-4402794	Malvar, Batangas Jan. 27, 1959
Pedro Poblete	A-0000292	Manila Jan. 02, 1959
Simeon Reyes	A-0000240	Manila Jan. 02, 1959
Emeterio Roa	A-0150577	Manila Jan. 09, 1959
Conrado Roa	A-0077588	Manila Feb. 06, 1959
Domingo Sioson	A-0190967	Manila Feb. 02, 1959
Alfredo Uy	A-0001036	Manila Jan. 02, 1959
Anselmo Trinidad	A-0191494	Manila Jan. 21, 1959
Manuel Uy	A-0000013	Manila Jan. 02, 1959

all known to me and to me known to be the same persons who executed the foregoing AMENDED ARTICLES OF INCORPORATION and who acknowledged to me that the same is their free and voluntary act.

WITNESS MY HAND and official seal hereunto affixed on the date and at the place first above-stated.

(Sgd) LADISLAO L. REYES
Notary Public
Until December 31, 1959

Doc.No. 921
Page No. 5
Book No. XVIII
Series of 1959.

JUL 14 2015

RECEIVED BY: 

DIRECTORS' CERTIFICATE

We, the undersigned majority members of the directors and the Corporate Secretary of MANILA BANKERS LIFE INSURANCE CORPORATION, do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at the meeting held on November 28, 2014 at the principal office of the corporation.

The amended provisions of the attached Amended Articles of Incorporation refer to:

- a. Article III: That the place where the Principal Office of the corporation is to be established or located is at 11/F VGP Center, 6772 Ayala Avenue, Makati City
- b. Article VII: That the capital stock of the corporation is TWO HUNDRED FIFTY MILLION (P250,000,000.00) PESOS, Philippine Currency, divided into TWO HUNDRED FIFTY MILLION (250,000,000) shares with a par value of One (P1.00) Peso per share & divided into ONE HUNDRED TWENTY FIVE MILLION (125,000,000) Common Shares and ONE HUNDRED TWENTY FIVE MILLION (125,000,000) Preferred Shares both with a par value of One (P1.00) Pesos per share. The One Hundred Twenty Five Million (125,000,000) Preferred Shares shall be further divided and classified into FIFTY MILLION (50,000,000) Preferred "A" Shares and SEVENTY FIVE MILLION (75,000,000) Preferred "B" Shares with the following features:
 1. Preferred "A" Shares are cumulative, non-participating, non-voting and not convertible to common stock with dividends payable to subscriber quarterly at a fixed rate of eight percent (8%) per annum.
 2. Preferred "B" Shares are:
 - a. Cumulative, non-participating, voting;
 - b. With a dividend rate of eight percent (8%) per annum and a step-up dividend rate of ten percent (10%) per annum on the fifth year anniversary from issue date, unless the Preferred "B" Shares have already been either converted to common shares or redeemed;
 - c. Convertible to common shares on or before 30 June 2015, which shall be issued at Makati City; and
 - d. Redeemable on the fifth year anniversary from issue date at the rate of P1.00 per share unless the Preferred "B" Shares have already been converted to common shares. (As amended on 28 November 2014).


IN WITNESS WHEREOF, we have hereunto set our hands this 28th day of November 2014 in Makati City, Philippines.



MABINI L. JUAN
TIN - 102-195-653



EDGARDO S. MONTESCLAROS
TIN - 100-889-438



CLARENCE D. GUERRERO
TIN - 100-897-399



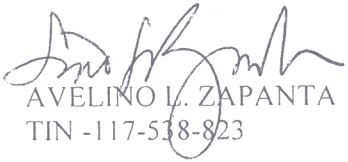
PANFILO P. DELA PAZ
TIN - 152-556-210




WILFREDO M. LLANO
TIN - 129-544-583



BENJAMIN J. YAMBAO
TIN - 119-041-005



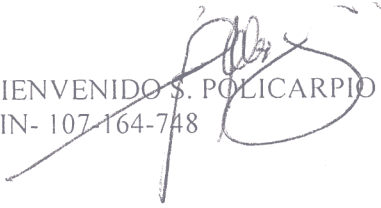
AVELINO L. ZAPANTA
TIN - 117-538-823



RICARDO G. GOLPEO
TIN - 146-475-865

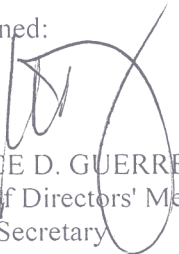


HECTOR A. BARRIOS
TIN - 171-736-077



BIENVENIDO S. POLICARPIO
TIN - 107-164-748

Countersigned:



CLARENCE D. GUERRERO
Secretary of Directors' Meeting /
Corporate Secretary

04 DEC 2014

SUBSCRIBED AND SWORN to before me this ___ day of November 2014 at Makati City, affiants exhibited to me their respective Community Tax Certificate & TIN as follows:

Name	CCT	Date /	Place Issued	TIN
Mabini L. Juan	SSS-03-2152843-6			102-195-653
Clarence D. Guerrero	TIN-100897399			100-897-399
Bienvenido Policarpio	TIN-107-164-748			150-628-404
Edgardo S. Montesclaros	LTO No. 386-033800		Quezon City	100-889-438
Panfilo P. dela Paz	SSS-03-1319609-6			152-556-210
Benjamin J. Yambao	TIN-119041005			119-041-005
Ricardo G. Golpeo	TIN-146475865			146-475-865
Avelino L. Zapanta	TIN-117538823			117-538-823
Hector A. Barrios	TIN-171736077			171-736-077
Wilfredo M. Llanto	TIN-129544583			129-544-583

Doc. No. 70
Page No. 11
Book No. CXVI
Series of 2014

FELIPE I. ILEDAN, JR.
Notary Public for and in the City of Makati
Until Dec. 31, 2014, Appt. No. M-03
Roll No. 27625/ TIN 136897000
Rm 412, 4th Flr., VGP Center, 6772 Ayala
Makati City, PTR Ma. 1412211/1/2/2013
DOR No. 903662/10/02/2012 MCLF
Accreditation No. IV-0018386/4/24/2013